

HINDUSTAN ZINC LIMITED**CIN:** L27204RJ1966PLC001208**Registered Office:** Yashad Bhawan, Yashadgarh, Udaipur, Rajasthan -313004**Website:** www.hzlindia.com **Email:** hzl.secretarial@vedanta.co.in**Tel:** +91 294 6604000**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended]

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Hindustan Zinc Limited ("**the Company**") by means of Postal Ballot, only by way of remote e-voting process, ("**e-voting**") being provided by the Company to all its Members to cast their votes electronically, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standards on General Meetings ("**SS-2**"), issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**"), inter-alia, for conducting Postal Ballot through e-voting vide General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as ("**the Circulars**") and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The explanatory statement pursuant to Section 102 and 110 of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

In compliance with the aforesaid provisions and the Circulars, this Postal Ballot Notice ("**Notice**") together with the Explanatory Statement and instructions for e-voting is being sent only through electronic mode to all its Members whose email addresses are registered with the Company/ Registrar & Share Transfer Agent ("**RTA**") or Depositories as on Friday, November 14, 2025 ("**cut-off date**") and the communication related to assent/dissent of the shareholders on the resolution proposed in this Notice will only take place through the remote e-voting system. If your email address is not registered with the Company/ RTA / Depositories, please follow the process provided in the notes to this Notice.

Further, in compliance with the requirements of the Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.

In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act

read with the Rules and Regulation 44 of SEBI Listing Regulations and the Circulars, the Company has engaged the services of National Securities Depository Limited (“**NSDL**”) to provide remote e-voting facility to all its Members. Members are requested to refer to the instructions for remote e-voting given in the Notes to this Postal Ballot Notice for the process and manner in which remote e-voting is to be carried out.

Commencement of e-voting	From 9:00 a.m. (IST) on Friday, November 21, 2025
End of e-voting	Up to 5:00 p.m. (IST) on Saturday, December 20, 2025

The Postal Ballot Notice will also be available on the website of the Company at <https://www.hzlindia.com/>, websites of the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of our e-voting agency i.e. NSDL e-voting website at www.evoting.nsdl.com.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (**FOR**) or dissent (**AGAINST**) only through the remote e-voting process not later than 5:00 p.m. (IST) on Saturday, December 20, 2025. Remote e-voting will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Board of Directors have appointed CS Manoj Maheshwari, Practicing Company Secretary (M. No.: FCS 3355; CP No.: 1971) as the scrutinizer and failing him, CS Priyanka Agarwal, Practicing Company Secretary (M. No.: FCS 11138; CP No.: 15021), as the Alternative Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose.

The Scrutinizer will, after the conclusion of e-voting, scrutinize the votes cast and prepare a Scrutinizer’s report indicating the number of the votes cast in favour or against, if any. The report shall be submitted to the Chairperson or a person authorised by her in writing who shall countersign the same. The Chairperson or any other person authorised by the Chairperson shall declare the results not later than 2 working days of the conclusion of the e-voting. The said results along with the report of the Scrutinizer will also be placed on the website of the Company at www.hzlindia.com, website of NSDL at www.evoting.nsdl.com and shall also be displayed at the registered office of the Company. The results shall simultaneously be submitted to the Stock Exchange(s) and be made available at www.bseindia.com and www.nseindia.com. The resolution will be deemed to be passed on Saturday, December 20, 2025, subject to receipt of the requisite number of votes in favour of the resolution.

SPECIAL BUSINESS:

- 1) To consider and approve the appointment of Mr. Thomas Mathew T (DIN: 00130282) as a Non-Executive Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (**“the Act”**), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Thomas Mathew T (DIN: 00130282), who was appointed as an Additional Director (Non-Executive Independent) by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, with effect from October 01, 2025 and who meets the criteria for independence as provided in Sec on 149(6) of the Act and Regulation on 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as a Non-Executive Independent Director of the Company for a term of two years commencing from October 01, 2025 to September 30, 2027 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this Resolution.”

2) To consider and approve the appointment of Mr. Ashim Kumar Modi (DIN: 11342680), as a Government Nominee Director (Non-Executive) on the Board of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment & Qualification of Directors) Rules, 2014, Articles of Association of the Company, and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashim Kumar Modi (DIN: 11342680), whose appointment was communicated by the Ministry of Mines, Government of India vide order dated October 10, 2025, and pursuant to the recommendation of the Nomination and Remuneration Committee, was appointed by the Board of Directors as a Government Nominee Director (Non-Executive) on the Board of the Company with effect from October 17, 2025, be and is hereby appointed as a Government Nominee Director (Non-Executive) of the Company who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this Resolution.”

Place: Udaipur
Date: November 14, 2025

By order of the Board of Directors
For **Hindustan Zinc Limited**

Sd/-
Aashima V Khanna
Company Secretary & Compliance Officer
Membership No.: ACS34517

NOTES:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Act, in respect of the proposed Resolutions set out in the Notice of Postal Ballot is annexed hereto.
2. In accordance with the Circulars and the SEBI Listing Regulations, this Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, November 14, 2025 ("**Cut-off Date**") received from the Depositories and whose e-mail address is registered with the Company / RTA / Depositories / Depository Participant ("**DPs**").
3. In compliance with the requirements of the Circulars, the Notice is being sent in electronic form only and the physical copy of the Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.
4. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., closure of Friday, November 14, 2025.
5. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. Members whose e-mail address is not registered and who wish to receive the Notice(s), Annual Report and all other communications by the Company, from time to time may get their e-mail address registered by submitting Form ISR-1 to KFin at einward.ris@kfintech.com or to the Company at hzi.secretarial@vedanta.co.in. However, for the shares held in demat form, Members are requested to write to their respective DPs.
7. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.
8. The Postal Ballot e-voting facility will be available during the following period:

Commencement of e-voting	From 9:00 a.m. (IST) on Friday, November 21, 2025
End of e-voting	Up to 5:00 p.m. (IST) on Saturday, December 20, 2025
9. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
10. The Members may please note that the e-voting shall not be allowed beyond the above-mentioned date and time.
11. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Saturday, December 20, 2025, subject to receipt of the requisite number of votes in favour of the resolution.
12. All material documents referred to in the Notice and explanatory statement will be available

electronically for inspection without any fee by the Members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to hzi.secretarial@vedanta.co.in.

13.A Member cannot, exercise his / her vote through proxy on postal ballot. However, corporate and institutional Members shall be entitled to vote through their authorized representatives. Institutional/ Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at cs.vmanda@gmail.com with a copy marked to evoting@nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1: Access to NSDL e-voting system

(i) Login method for e-voting for Individual shareholders holding securities in demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Instructions for OTP based login: (i) Visit the e-Services website of NSDL Viz https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp (ii) Enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. (i) After successful authentication, Members will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 2. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users: (ii) Visit the e-Services website of NSDL Viz. https://eservices.nsdl.com. (iii) On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. (iv) A new page will open. Enter the existing User ID and Password for accessing IDeAS. (v) After successful authentication, you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. (vi) Click on company name, i.e., 'Hindustan Zinc Limited', or e-voting service provider i.e. NSDL (vii) Members will be redirected to e-Voting website of NSDL for casting your vote during the remote e-voting period. 3. Instructions for those Members who are not registered under IDeAS: (I) Visit https://eservices.nsdl.com for registering. (II) Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp (III) Visit the e-voting website of NSDL. https://www.evoting.nsdl.com/

	(IV) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. (V) Members will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. (VI) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. (VII) Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 4. NSDL Mobile App (i) Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	A. Instructions for existing users who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility: 1. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com 2. Click on New System MyEasi. 3. Login to MyEasi option under quick login. 4. Enter the registered user ID and password for accessing Easi / Easiest. 5. Members will be able to view the e-voting Menu. 6. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly. B. Instructions for users who have not registered for Easi / Easiest (i) Visit https://web.cdslindia.com/myeasitoken/ for registering. (ii) Proceed to complete registration using the DP ID, Client ID (BO ID), etc. (iii) After successful registration, please follow the steps given in point no. A above to cast your vote. C. Alternatively, instructions for directly accessing the e-voting website of CDSL (i) Visit www.cdslindia.com home page. (ii) Provide Demat Account Number and PAN. (iii) System will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.

	(iv) After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	A. Instructions for login through Demat Account / website of Depository Participant: (i) Members can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. (ii) Once logged-in, Members will be able to see e-voting option. a. Click on e-voting option, Members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. b. Click on option available against ' Hindustan Zinc Limited ' or e-voting service provider i.e. NSDL. c. Members will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.
Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.	
Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.	
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

(II) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website <https://www.evoting.nsdl.com/>.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. Members will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if Members are registered for NSDL eservices i.e. IDEAS, Members can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once Members log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Members User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 137694 then user ID is 132441001***

5. Password details for shareholders other than Individual shareholders are given below:
- If Members are already registered for e-voting, then Members can use their existing password to login and cast your vote.
 - If Members are using NSDL e-voting system for the first time, Members will need to retrieve the 'initial password'. Once you retrieve your 'initial password', Members need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If Members email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If Members email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If Members are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If Members are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If Members are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, Members will have to click on “Login” button.
9. Click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, Members will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of ‘Hindustan Zinc Limited’ for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.vmanda@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to hzi.secretarial@vedanta.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (hzi.secretarial@vedanta.co.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 1

To consider and approve the appointment of Mr. Thomas Mathew T (DIN: 00130282) as a Non-Executive Independent Director of the Company

The Board of Directors of the Company on September 29, 2025, on the recommendation of the Nomination and Remuneration Committee (NRC), approved the appointment of Mr. Thomas Mathew T (DIN: 00130282), as an Additional Director (Non-Executive Independent) of the Company for a period of 2 years with effect from October 01, 2025, till September 30, 2027, not liable to retire by rotation.

Mr. Thomas Mathew T, holds a Post-graduate Diploma in Management, Post-graduate degree in Economics, is a Law Graduate, and an Associate of the Insurance Institute of India. He is the former Managing Director & Chairman-In-Charge of the Life Insurance Corporation of India and was also the MD & CEO of Reinsurance Group of America for India, Sri Lanka, and Bangladesh. He has four decades of strategic leadership and operational experience in the Life Insurance and Reinsurance industry in India.

Mr. Mathew served as Senior Advisor - Insurance with McKinsey and Company and was Chairman of the Reinsurance Committee of IRDAI. He has wide experience with multinational corporates, serving as Director on the Boards of Larsen & Toubro Ltd, Mahindra & Mahindra Ltd, Tata Power Ltd, Voltas Ltd, IFCI Ltd, Canara HSBC Life Insurance Co., and L&T Finance Ltd.

Mr. Mathew was a member of the Governing Council of MDI Gurgaon, Actuarial Institute of India, and also Chairman of the National Insurance Academy, Pune. He has experience in the banking sector as Director of Corporation Bank (merged with Union Bank of India).

Presently, he is a Director on the Board of ESL Steel Limited and is also a member of the Takeover Panel of SEBI. With his vast experience, Mr. Mathew makes significant contributions on company Boards in the areas of Corporate Governance, HR practices, Insurance, Technology, and Sustainability.

As per SEBI Listing Regulation 17 (1C) and 25 (2A), Mr. Thomas Mathew T's appointment as an Independent Director requires shareholders' approval at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier by way of special resolution. Accordingly, the approval of the shareholders by postal ballot is sought for his appointment as an Independent Director.

The Company has received the consent to act as an Independent Director of the Company and other necessary disclosures including the declaration that he is not disqualified under Section 164 of the Companies Act, 2013 and further, in accordance with the circular dated June 20, 2018, issued by the Stock Exchanges, it is confirmed that Mr. Thomas Mathew T is not debarred from holding office of Director by virtue of any order passed by SEBI or any other authority. Mr. Thomas Mathew T holds necessary qualification, experience and expertise as per the Nomination and Remuneration Policy of the Company.

In the opinion of the NRC and the Board of Directors, Mr. Thomas Mathew T fulfils the conditions of independence as specified in the Act, the SEBI Listing Regulations and is independent of the management.

Accordingly, it is proposed to seek the approval of the shareholders of the Company by way of a Special Resolution for appointment of Mr. Thomas Mathew T as an Independent Director on the Board of Directors of the Company to hold office for a period of 2 years from October 01, 2025, till September 30, 2027, not liable to retire by rotation.

Save and except Mr. Thomas Mathew T and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/KMP and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

The Board accordingly recommends the Special Resolution set out at Item No. 1 of the Notice for the approval of the shareholders.

Additional information in respect of Mr. Thomas Mathew T, pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on the General Meeting ('SS-2') issued by the Institute of Company Secretaries of India, is provided at **Annexure – 1** to this Notice.

Item No. 2

To consider and approve the appointment of Mr. Ashim Kumar Modi (DIN: 11342680), as a Government Nominee Director (Non-Executive) on the Board of the Company

Ministry of Mines vide letter no. 31/3/2020-Met.1 dated 10.10.2025 has recommended appointment of Mr. Ashim Kumar Modi (DIN: 11342680), Joint Secretary & Financial Advisor (JS&FA), Ministry of Coal (additional charge of M/o Mines and M/o Minority Affairs) as part-time Official Director on the Board of Hindustan Zinc Limited. Subsequently, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Ashim Kumar Modi as a Government Nominee Director (Non-Executive) of the Company w.e.f. October 17, 2025.

The above appointment of Mr. Ashim Kumar Modi as a Government Nominee Director (Non-Executive) on the Board of the Company, being liable to retire by rotation, requires approval of the Members in the General Meeting in terms of Regulation 17(1C) of the SEBI Listing Regulations.

The Company has received the necessary disclosures and declarations from Mr. Ashim Kumar Modi including the declaration that he is not disqualified under Section 164 of the Companies Act, 2013 and further, in accordance with the circular dated June 20, 2018, issued by the Stock Exchanges, it is confirmed that Mr. Ashim Kumar Modi is not debarred from holding office of Director by virtue of any order passed by SEBI or any other authority. Mr. Ashim Kumar Modi holds necessary qualification, experience and expertise as per the Nomination and Remuneration Policy of the Company.

Mr. Ashim Kumar Modi is an Officer of the Indian Revenue Service (IT) (2000 Batch) currently working as Joint Secretary & Financial Advisor in the Ministry of Coal, with additional charge of Ministry of Mines, and Ministry of Minority Affairs, Govt. of India. Mr. Modi is also serving as Part Time Official Director on the Board of Coal India Limited (CIL) and SECL. Mr. Modi holds B.Tech. in Civil Engineering from the Indian Institute of

Technology, Delhi. Prior to his joining as Joint Secretary & Financial Advisor in the Ministry of Coal, Govt. of India, he served in the Income Tax Department, undertaking various roles at Kolkata, Mumbai and Delhi.

Save and except Mr. Ashim Kumar Modi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/KMP and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 2 of the Notice for the approval of the shareholders.

Additional information in respect of Mr. Ashim Kumar Modi, pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on the General Meeting ('SS-2') issued by the Institute of Company Secretaries of India, is provided at **Annexure – 1** to this Notice.

Registered Office: Yashad Bhawan, Yashadgarh,
Udaipur,
Rajasthan -313004
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E-mail ID: hzi.secretarial@vedanta.co.in
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By Order of the Board of Directors
For **Hindustan Zinc Limited**

Sd/-

Aashhima V Khanna
Company Secretary & Compliance Officer
Membership No. ACS34517

Place: Udaipur
Date: November 14, 2025

Annexure -1

Brief Profile and other Information of Director seeking appointment, pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, and in terms of Secretarial Standard on the General Meetings issued by the Institute of Company Secretaries of India.

Particulars	Details	Details
Name of Director	Mr. Thomas Mathew T	Mr. Ashim Kumar Modi
Designation/ Category of Directorship	Non-Executive Independent Director	Government Nominee Director (Non-Executive)
Director Identification Number (DIN)	00130282	11342680
Date of first Appointment	October 01, 2025	October 17, 2025
Age	72 years	49 years
Qualification	Post-graduate Diploma in Management, Post-graduate degree in Economics, Law Graduate, and an Associate of the Insurance Institute of India	B.Tech. in Civil Engineering from the Indian Institute of Technology, Delhi
Brief resume/ Experience (including expertise in specific functional area)	Mr. Thomas Mathew T is the former Managing Director & Chairman-In-Charge of the Life Insurance Corporation of India and was also the MD & CEO of Reinsurance Group of America for India, Sri Lanka, and Bangladesh. He has four decades of strategic leadership and operational experience in the Life Insurance and Reinsurance industry in India. Mr. Mathew served as Senior Advisor – Insurance with McKinsey and Company and was Chairman of the Reinsurance Committee of IRDAI. He has wide experience with multinational corporates, serving as Director on the Boards of Larsen & Toubro Ltd, Mahindra & Mahindra Ltd, Tata Power Ltd, Voltas Ltd, IFCI Ltd, Canara HSBC Life Insurance Co., and L&T Finance Ltd. Mr. Mathew was a member of the Governing Council of MDI Gurgaon, Actuarial Institute of India, and also Chairman of the National Insurance Academy, Pune. He has experience in the banking sector as Director of Corporation Bank (merged with Union Bank of India). Presently, he is a Director on the Board of ESL Steel Ltd and is also a member of the Takeover	Mr. Ashim Kumar Modi is an Officer of the Indian Revenue Service (IT) (2000 Batch) currently working as Joint Secretary & Financial Advisor in the Ministry of Coal, with additional charge of Ministry of Mines, and Ministry of Minority Affairs, Govt. of India. Mr. Modi is also serving as Part Time Official Director on the Board of Coal India Limited (CIL) and SECL. Prior to his joining as Joint Secretary & Financial Advisor in the Ministry of Coal, Govt. of India, he served in the Income Tax Department, undertaking various roles at Kolkata, Mumbai and Delhi.

	Panel of SEBI. With his vast experience, Mr. Mathew makes significant contributions on company Boards in the areas of Corporate Governance, HR practices, Insurance, Technology, and Sustainability.					
Expertise in Specific functional areas	Business leadership, financial expertise, Global experience, ESG, Government and International relationships, Corporate Governance, and Technology/Digital.			Financial expertise		
Shareholding in the Company (including shareholding as Beneficial Owner)	NIL			NIL		
Directorship in other Companies	1) Bharat Aluminium Company Limited 2) ESL Steel Limited			1) Bharat Aluminium Company Limited 2) Coal India Limited		
Listed Entities from which resigned in past three years	1) L& T Finance Limited			NIL		
Membership / Chairmanship of Committees of the other Boards	Name of the Company	Name of the Committee(s)	Position Held	Name of the Company	Name of the Committee(s)	Position Held
	Bharat Aluminium Company Limited	Corporate Social Responsibility Committee	Member	Bharat Aluminium Company Limited	Audit Committee	Member
	ESL Steel Limited	Audit Committee	Chairman		Corporate Social Responsibility Committee	Member
		Nomination and Remuneration Committee	Chairman			
		Stakeholders' Relationship Committee	Chairman			
		Corporate Social Responsibility Committee	Chairman			
Inter se relationship with other Directors / Key Managerial Personnel/ Managers	NIL			NIL		
Terms and Conditions of appointment	Independent Director, not liable to retire by rotation, to hold office for a period of 2 years, with effect from October 01, 2025, to September 30, 2027.			Non-Executive Nominee Director of the Company and is liable to retire by rotation		

Remuneration last drawn (including sitting fees, if any)	NIL	Not Applicable *
Remuneration proposed to be paid	Eligible for Sitting Fees and Commission as approved by the Board of Directors and the shareholders within permissible threshold limits as per Companies Act 2013.	Not Applicable *
No. of meetings of the Board attended during FY 2025-26 (upto the date of postal ballot notice)	1	1

* Officiating Government employee from Ministry of Mines.